

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

UHS OF DELAWARE, INC.

Plaintiff,

v.

UNITED HEALTH SERVICES, INC.,

Defendant.

Case No. 1:12-cv-00485

The Honorable Christopher C.
Conner

Electronically Filed

**DECLARATION OF ROBERT GOMULKA IN SUPPORT OF UNITED
HEALTH SERVICES, INC.'S MOTION TO DISMISS FOR LACK OF
PERSONAL JURISDICTION PURSUANT TO RULE 12(b)(2)**

Robert Gomulka declares:

1. I am a citizen of the United States, over 18 years of age and a resident of the state of New York.

2. I am the Senior Vice President and Chief Financial Officer (CFO) at United Health Services, Inc. (the "Company") and Senior Vice President and Chief Financial Officer at United Health Services Hospitals, Inc., where I have been employed for more than thirty-three (33) years. Prior to serving in this position, I served as the Vice-President of Finance for United Health Services Hospitals, Inc.

In my capacity as the Company's CFO and as a long time employee of its integrated health care system, I also am familiar with much of the history both of the Company and of its integrated health care system.

As the Company's CFO, my job obligations include: primary day-to-day responsibility for implementing, managing and controlling all Company financial activities. I am familiar with the Company's Board of Directors and with any relationships between the Company and any other entities. I oversee and am directly responsible for the Company's accounting, finance, tax exempt bond financing, costing, certain management and oversight, deal analysis and negotiations, third party healthcare payer negotiations and financial compliance and reporting. In my capacity as the Company's CFO, I have access to the Company's books and records, including those relating to its respective business, corporate structure, assets, capitalization and cash flow. The materials that I attach to this Declaration as Exhibits, as described below, are true and correct copies of materials that I and/or my staff have gathered from Company business records, files and materials.

3. United Health Services, Inc. (also referred to herein as "UHS") is a New York incorporated not-for-profit corporation, which is also a tax-exempt public charity under Section 501(c)(3) of the Internal Revenue Code. UHS is the parent corporation of an organized health care system that serves the southern tier

of New York state. As elsewhere in the country, health care providers in New York may participate in multi-provider health care systems. These systems or networks can be coordinated by a separate entity, which some refer to as the health care system's "parent corporation". UHS is such a parent corporation. Other corporations participating in UHS's health care system are subsidiaries of the parent corporation, UHS. UHS is not a health care provider, is not authorized or licensed to, and does not, provide patients any type of health care services requiring licensure in New York. In this capacity, UHS is considered a "passive parent" corporation. It does not play an active role in any of its subsidiaries' day-to-day provision of healthcare services. UHS's Board of Directors is separate and independent from, and neither controls nor directs, its subsidiaries or their governing boards. Each of the subsidiaries is a legally and factually separate corporate entity, distinct from its parent corporation, UHS.

4. Founded in 1981, UHS initially served as the parent corporation of two New York southern tier hospitals, Binghamton General Hospital of Binghamton, New York, and Ideal/Wilson Hospital, with campuses in Endicott and Johnson City, New York. These institutions merged in 1981 and became United Health Services Hospitals, Inc. ("UHS Hospitals"):

- Binghamton General Hospital is a 220-bed facility offering: mental health services • orthopedic and reconstructive surgery • dialysis • a rehabilitation/brain injury center• and a transitional care unit.

- Wilson Medical Center is a 280-bed teaching hospital which provides a full range of medical-surgical services, including: cardiology • nephrology • perinatology • ophthalmology • emergency medicine • maternity care • pulmonary medicine • renal dialysis • neonatology • pediatrics • and neuroscience

Wilson is a regional referral center for the advanced practice of emergency medicine, neurosurgery and newborn intensive care. It is also the site for the practice of open heart surgery and other advanced cardiac procedures.

The UHS Hospitals also include:

- Eighteen Article 28 clinics located throughout the multi-county service area: six in Binghamton • Deposit • Windsor • two in Johnson City • Candor • Apalachin • Endicott • Endwell • Greene • Newark Valley • Whitney Point • Windsor

Other outpatient services include: two school-based health clinics • a chemical dependency program • a dialysis center • a diabetes management program • and a sleep disorder lab

The UHS health care system also includes two additional New York hospitals: Chenango Memorial Hospital in Norwich, New York, and Delaware Valley Hospital in Walton, New York:

- Chenango Memorial Hospital is a 138-bed facility in Norwich, NY, which includes a hospital-based skilled nursing facility. Chenango Memorial offers general medical/surgical services, twenty-four hour physician staffed emergency services, OB/GYN services, intensive care unit as well as in and outpatient surgical services.
- Delaware Valley Hospital is a twenty-five bed Medicare critical access, hospital located in Walton, NY. Serving Delaware County, the Hospital offers a wide range of services including twenty-four hour emergency care, inpatient medical care and addiction treatment, inpatient and outpatient rehabilitative services, diagnostic and treatment modalities, ambulatory procedures, services and surgery and is the local access point

for specialty care. It operates three Family Health Centers in Walton, Downsville and Roscoe, as well as offering extensive occupational health and wellness programming.

The UHS health care system further developed a New York certified home health agency, Twin Tier Home Health, Inc. and, a New York licensed home health agency and durable medical equipment provider, Professional Home Care, Inc.:

- Twin Tier Home Health, in Vestal, N.Y. provides nurses, aides, and specialists for home telemonitoring, physical and occupational therapy, and wound care twenty-four hours a day, seven days a week.
- Professional Home Care, in Vestal, Norwich, Walton, and Ithaca, N.Y. offers advanced home care services including home infusion services (nursing and pharmacy), comprehensive respiratory services, rehabilitation/mobility services, durable and high-tech equipment, and a wide range of medical supplies and services supporting the home-bound and ambulatory patient.

UHS's health care system includes a senior living complex in Endicott, New York that includes a licensed skilled nursing facility and an assisted living program, Ideal Senior Living Center:

- Ideal Senior Living Center, in Endicott, NY, is a multi-level long term care campus that offers three types of housing on one site: modern, comfortable rental apartments for seniors who can live independently; private or semiprivate rooms for those who need some physical assistance; and a 150-bed skilled nursing facility. Ideal also provides comprehensive home health care services for the elderly.
- Apartments for the independent elderly, ISLC Housing Corporation.

A non-subsiary, UHS-related tax exempt charitable foundation that raises funds to assist and to promote the charitable undertakings of UHS health care system charitable healthcare providers:

- The UHS Foundation raises funds for state-of-the-art equipment, patient care facilities and community outreach programs that help UHS Wilson Medical Center and UHS Binghamton General Hospital remain leading providers of medical care in the region.

Finally, UHS is affiliated with a 160 physician tax exempt, multi-specialty medical practice:

- United Medical Associates, PC's 160 practitioners encompass a number of medical and surgical specialties at locations throughout Broome, Chenango, Otsego and Tioga counties in New York.

I attach as Exhibit "1" a map that shows each of the UHS affiliates' health care locations. UHS and all of its affiliated tax exempt corporations and facilities are incorporated, located and operated from the State of New York and, more specifically, in the southern tier of New York, which includes Broome, Tioga, Chenango, and Delaware counties.

5. The UHS health care system service area is centered in Broome County, with seventy-three percent of its patients residing in Broome County communities, and another nineteen percent from Chenango, Tioga, and Delaware Counties in New York. During the past few years, approximately four percent of UHS health care system affiliates' patients have traveled from Pennsylvania to New York to seek treatment at and/or from UHS affiliates.

6. The parent company, UHS, which is the only named defendant in the lawsuit:

- Provides neither health care services nor equipment to any patients in New York, Pennsylvania or elsewhere;
- Provides no services of any kind in and/or to Pennsylvania;
- Neither is registered, incorporated, licensed nor otherwise qualified to do business in Pennsylvania and, therefore, never has appointed a registered agent for service of process in Pennsylvania;
- Neither has an office or mailing address in Pennsylvania nor owns, leases, manages, nor maintains any real property, office, residence or place of business in Pennsylvania;
- Neither keeps any bank account nor owns any personal property in Pennsylvania;
- Neither targets Pennsylvania with its advertising nor advertises in Pennsylvania;
- Has no agents, business or otherwise, in Pennsylvania; and,
- Has no operations in Pennsylvania.

7. UHS registered the uhs.net domain name in July, 1997, began using the URL www.uhs.net in approximately December, 1998, and has continually used the URL since that date. A copy of the registration information is attached as

Exhibit "2". In addition to providing information about the UHS health care system and its affiliates, the website also offers limited online services such as: providing forms, submitting payments to subsidiaries for services received at their facilities in New York; submitting donations to the subsidiary UHS Foundation; and, sending free greeting cards to patients at certain subsidiary hospitals.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

Executed on this 18th day of May, 2012 at Binghamton, New York.

A handwritten signature in black ink, appearing to read "Robert Gomulka", is written over a horizontal line.

Robert Gomulka

CERTIFICATE OF SERVICE

It is hereby certified that a true and correct copy of the foregoing
**DECLARATION OF ROBERT GOMULKA IN SUPPORT OF UNITED
HEALTH SERVICES INC.'S MOTION TO DISMISS FOR LACK OF
PERSONAL JURISDICTION PURSUANT TO RULE 12(b)(2)** was served this
21st day of May, 2012, on the following, by first class mail, postage prepaid and
ECF filing:

Counsel for Plaintiff UHS of Delaware, Inc.
Robert C. Van Arnam
Williams Mullen P.C.
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Suite 200, 100 Market Streets
P.O. Box 1181
Harrisburg, PA 17108-1181

By: /s/ Allen C. Warshaw
Allen C. Warshaw

EXHIBIT 1

we are a regional provider



We are a system with multiple locations around the Southern Tier.

- Hospital
- Senior living sites
- Primary care offices
- Home care sites

At UHS, we serve a region made up of dozens of communities and over 600,000 residents, many of whom routinely seek us out for care. To ensure that we will continue to provide the access, convenience and quality that our patients seek, wherever they enter our system, we are moving forward with greater alignment of our services and improvements to our facilities. These include plans we launched in 2010 to build a new outpatient center near Binghamton University in Vestal, modernize and expand our Intensive Care Unit, recruit and retain the best physicians and other health care professionals, and expand such needed services as wound care. At over 40 locations, from Owego to Shertown and from Candor to Downsville, our goal is to ensure that people think of us first for care and service — that they say with satisfaction and enthusiasm, “We choose UHS.”

Walk right in. People in Greater Binghamton who are looking for high-quality, convenient walk-in care now can find it in one of the most central locations in the region. UHS in 2010 opened UHS Walk-in at 4401 Vestal Parkway East. Staffed by providers with UHS Medical Group, the center began seeing patients on Oct. 1 and features laboratory and imaging services, as well as walk-in medical care. It's another way UHS is making health care more convenient and accessible for people in the Southern Tier.

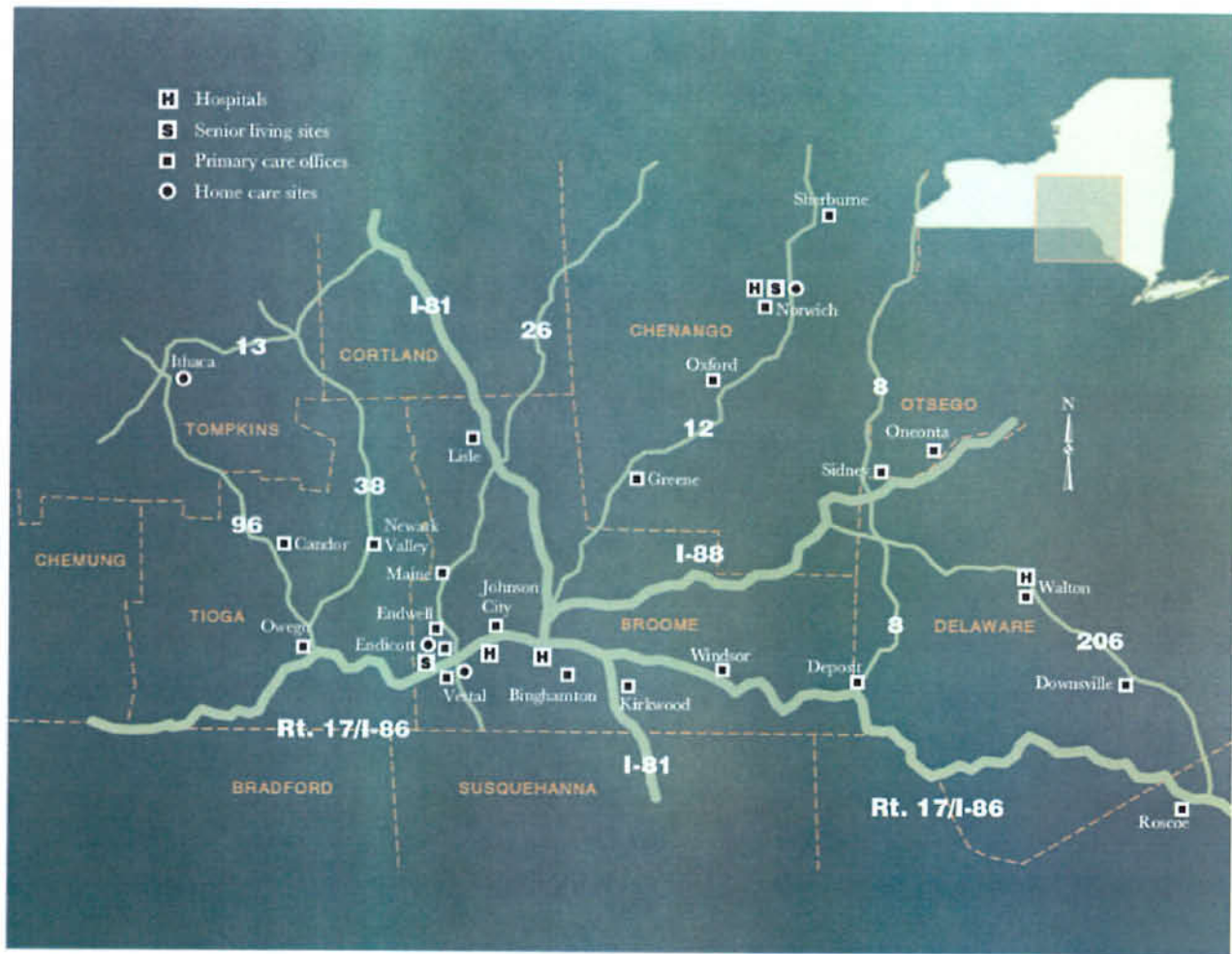


EXHIBIT 2



Whois Lookup

uhs.net Registry Whois

Updated 5 hours ago - [Refresh](#)

Domain Name: UHS.NET
Registrar: DOMAIN.COM, LLC
Whois Server: whois.domain.com
Referral URL: http://www.domain.com
Name Server: NS1.EFXI.NET
Name Server: NS2.EFXI.NET
Name Server: NS3.EFXI.NET
Status: clientDeleteProhibited
Status: clientTransferProhibited
Status: clientUpdateProhibited
Updated Date: 10-may-2012
Creation Date: 30-jul-1997
Expiration Date: 29-jul-2012

uhs.net Registrar Whois

Updated 5 hours ago

The information in this whois database is provided for the sole purpose of assisting you in obtaining information about domain name registration records. This information is available "as is," and we do not guarantee its accuracy. By submitting a whois query, you agree that you will use this data only for lawful purposes and that, under no circumstances will you use this data to: (1) enable high volume, automated, electronic processes that stress or load this whois database system providing you this information; or (2) allow, enable, or otherwise support the transmission of mass, unsolicited, commercial advertising or solicitations via facsimile, electronic mail, or by telephone to entities other than your own existing customers. The compilation, repackaging, dissemination or other use of this data is expressly prohibited without prior written consent from this company. We reserve the right to modify these terms at any time. By submitting an inquiry, you agree to these terms of usage and limitations of warranty. Please limit your queries to 10 per minute and one connection.

Registrant:

United Health Services
33-57 Harrison Street
Johnson City, NY 13790
US

Registrar: DOMAIN

Domain Name: UHS.NET
Created on: 30-JUL-97
Expires on: 29-JUL-12
Last Updated on: 09-JUL-11

Administrative, Technical Contact:

Vaughn, Robert dns@uhs.net
United Health Services
33-57 Harrison Street
Johnson City, NY 13790
US
607-763-5819
607-763-5224

Domain servers in listed order:

NS1.EFXI.NET
NS2.EFXI.NET
NS3.EFXI.NET

End of Whois Information

.org **\$5.88**
Ends 31st May

Web Hosting

Host
Unlimited
Domains

Starts @
\$7.88
per month

- ✓ Unlimited Disk Space
- ✓ Unlimited Data transfer
- ✓ Unlimited Databases
- ✓ Unlimited Email Accounts
- ✓ 30 Day Money Back Guarantee

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Domains

Register New
Transfer
Bulk Registration
Bulk Transfer
Whois Lookup
Name Suggestion Tool
Price List
FREE Services

Hosting

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Backup and Recovery
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Demo

Whois?

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